

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GREEN VALLEY TOWNHOUSE VI HOMEOWNERS, INC.**

Pursuant to A.R.S. §10-11003, the undersigned Arizona non-profit corporation adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I: Name**

The name of the corporation is: Green Valley Townhouse VI Homeowners, Inc. (the "Corporation").

**ARTICLE II: Place of Business**

The principal place of business of the Corporation shall be in Pima County, Arizona.

**ARTICLE III: Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation or to an organization which is organized and operated exclusively for such purposes.

**ARTICLE IV: Purpose of Corporation**

- 4.1. The purpose of the Corporation is to give effect to any valid conditions and restrictions of record affecting that certain subdivision in Pima County, Arizona, known as Green Valley Townhouse VI, and to perform the functions, the duties, and exercise the powers of the property owners' corporation as described in the recorded Covenants, Conditions and Restrictions (the "Deed Restrictions"), to exercise all powers not prohibited by law to a non-profit corporation, and all powers which may be deemed by its officers and directors to be necessary to its purpose and all powers which may be reasonably implied from the above language.
- 4.2. The Corporation may, insofar as permitted by law, establish, amend and enforce such regulations as may be necessary to promote the objects for which this Corporation is organized, provided that such regulation may not abrogate any condition or restriction imposed on any property by Deed Restrictions of record.

**ARTICLE V: Membership**

The members of the Corporation shall be Lot Owners in Green Valley Townhouse VI and VI-B. All Lot Owners shall be mandatory members of the Corporation, and no member shall have the right to resign as a member of the Corporation. By acquiring fee title to or otherwise becoming a Lot Owner, a person consents to becoming a member of the Corporation. Each Lot Owner shall have



such rights, privileges and votes in the Corporation as are set forth in the Deed Restrictions and the Bylaws.

#### **ARTICLE VI: Board of Directors**

The affairs of the Corporation shall be conducted by a Board of Directors, consisting of not less than five (5) or more than nine (9) directors, to be elected by the members in accordance with the Bylaws. The current directors, who shall serve until their successors are elected and qualified, are:

Sandra Cooney	703 S. Los Zafiros	Green Valley, AZ 85614
Donna Coon	675 Los Diamantes	Green Valley, AZ 85614
Jacquelyn Means	715 Los Rubies	Green Valley, AZ 85614
Sabbina Nelson	745 Los Topacios	Green Valley, AZ 85614
Don Nicholson	755 Los Opalos	Green Valley, AZ 85614
George Pavey	919 S. Los Opalos	Green Valley, AZ 85614
Bill Stephenson	735 S. Los Rubies	Green Valley, AZ 85614
Shari Udell	949 Los Opalos	Green Valley, AZ 85614

#### **ARTICLE VII: Limitation of Liability of Members**

The private property of members of the Corporation shall forever be exempt from all corporate liabilities, and the personal liability of directors of the Corporation to the Corporation and its members for monetary damages for breach of fiduciary duty as a director shall be eliminated to the extent permissible under Section 10-3202(B), Arizona Revised Statutes, and as the same may hereafter be amended.

#### **ARTICLE VIII: Limitation of Liability of Directors**

The directors of the Corporation shall be eliminated from liability to the Corporation or its members for money damages for any action taken or any failure to take any action as a director, except liability for any of the following:

- 8.1. The amount of a financial benefit received by a director to which the director is not entitled.
- 8.2. An intentional infliction of harm on the Corporation or the members.
- 8.3. A violation of A.R.S. §10-3833.
- 8.4. An intentional violation of criminal law.

#### **ARTICLE IX: Liability of Corporation**

The maximum amount of liability, direct or contingent, to which the Corporation may be subject shall be Ten Thousand Dollars (\$10,000.00), unless said maximum amount is changed by a majority vote of the members at either a special or annual meeting.



**ARTICLE X: Amendment**

10.1. The Articles of Incorporation may be amended by the affirmative vote of fifty-one percent (51%) of the corporate members eligible to vote, provided that no amendment shall be in conflict with the Deed Restrictions.

10.2. In the event of any conflict between the Deed Restrictions and these Articles of Incorporation, the Deed Restrictions shall control.

**ARTICLE XI: Organized Not for Profit**

The Corporation is not organized with pecuniary profit as its object and the members thereof shall have no individual interest in any of the property, assets or profits of the Corporation.

**ARTICLE XII: Merger**

The Corporation may participate in mergers and consolidations with other non-profit corporations organized for similar purposes, subject to approval of the majority of the entire membership at either the annual or a special meeting.

**ARTICLE XIII: Statutory Agent**

Corporation's statutory agent is:

Donna Coon  
675 S. Los Diamantes  
Green Valley, Az 85614

The foregoing Amended and Restated Articles of Incorporation was approved by at least a majority vote of the entire membership of the Corporation.

DATED this 30 day of July, 2020.

GREEN VALLEY TOWNHOUSE VI HOMEOWNERS, INC.

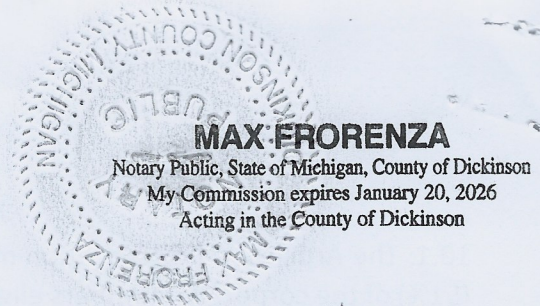
By: William D. Stephenson  
Its: President

ATTEST:

Jacqueline D. Means  
Secretary

STATE OF ARIZONA )





County of Pima ) ss:  
)

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 31<sup>st</sup> day of July, 2020, by Bill Stephenson, as President of Green Valley Townhouse VI Homeowners, Inc.

Max Frenza

Notary Public

STATE OF ARIZONA )  
) ss:  
County of Pima )

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 27<sup>th</sup> day of July, 2018, by Jackie Means, as Secretary of Green Valley Townhouse VI Homeowners, Inc. 20 for

Floanne M Morgan

Notary Public

